

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

REFRESHING USA, LLC

Debtors.¹

Chapter 11

Case No. 24-33919 (ARP)
(Jointly Administered)

ORDER GRANTING ADEQUATE PROTECTION TO FIRST FED BANK

Upon the motion, dated November 1, 2024 (the “Motion”)² of First Fed Bank (“First Fed”) for entry of an order granting adequate protection in the form of adequate protection liens on certain real property, all as more fully set forth in the Motion; and this Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. § 1334; and consideration of the Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157; and it appearing that venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided; and such notice having been adequate and appropriate under the circumstances, and it appearing that no other or further notice need be provided; and this Court having reviewed the Motion; and this Court having held a hearing to consider the relief requested in the Motion; and all objections, if any, to the Motion have been withdrawn, resolved, or overruled; and this Court having determined that the legal and factual

¹ Debtors and debtors in possession in these Chapter 11 cases (“Bankruptcy Case(s)”), along with the last four digits of their respective Employer Identification Numbers, are as follows: Refreshing USA, LLC (85-3358945) (“Refreshing”), Case No. 24-33919; Water Station Management LLC (81-1202716) (“Water Station”), Case No. 24-33924; and Creative Technologies, LLC (46-2581888) (“Creative” and, together with Refreshing and Water Station, “Debtors”), Case No. 24-33934. Debtors’ mailing address is: 2732 Grand Ave., Ste. 122, Everett, WA 98201.

² Capitalized terms used but not otherwise defined herein shall have the meanings given to such terms in the Motion.

bases set forth in the Motion establish just cause for the relief granted herein; and upon all of the proceedings had before this Court and after due deliberation and sufficient cause appearing therefore,

IT IS HEREBY ORDERED THAT:

1. First Fed is hereby granted valid, binding, enforceable, and perfected adequate protection liens on and security interest in the Transferred Properties and the Contributed Properties, to the same extent and with the same validity and priority as First Fed's liens on the Contributed Property Receivables and the Transfer Property Receivables, but subject to existing recorded liens on the Contributed Properties and Transferred Properties, as applicable, to secure an amount equal to the decrease, if any, in the value of First Fed's interest in the Contributed Property Receivables and the Transfer Property Receivables (the "Adequate Protection Liens").

2. Evidence of Adequate Protection Liens. This Order shall be sufficient for, and conclusive evidence of, the priority, perfection, and validity of the Adequate Protection Liens, and First Fed shall not be required to file or serve mortgages, UCC financing statements, notices of lien or similar instruments, or take any other action in order to preserve the priority, perfection, and validity of the Adequate Protection Liens. Notwithstanding the foregoing, if First Fed desires, in its sole discretion, to take any action or record or file any instrument or document for the purpose of evidencing or perfecting the adequate protection liens, then (a) Debtor shall fully cooperate with First Fed in doing so and shall execute and deliver to First Fed a mortgage or deed of trust encumbering the applicable Transferred Property or Contributed Property in form and substance acceptable to First Fed in its reasonable discretion, no later than thirty (30) days after entry of this Order, and (b) the automatic stay shall be, and hereby is, modified to permit First Fed to take such actions. In addition, if First Fed so elects, it may (but shall not be obligated to) file or record a certified copy of this Order in any filing or recording office of any county, state, or jurisdiction in which Debtors own property, and such filing or

recording shall be accepted by such filing or recording office and shall constitute additional evidence of the perfection of First Fed's liens and security interests as granted hereunder.

Dated: _____, 2024
Houston, Texas

UNITED STATES BANKRUPTCY JUDGE